

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Newport News Division**

In re:)
CARTER'S GROVE, LLC,) Bankruptcy Case No: 11-51330
Debtor.) Chapter 11
)
)
)
)
)
)
)

**STIPULATION TO EXTEND THE PERIOD DURING WHICH DEBTOR
MAY EXCLUSIVELY SOLICIT ACCEPTANCES OF ITS
CHAPTER 11 PLAN OF REORGANIZATION**

This Stipulation is made and entered into by and between Carter's Grove, LLC (the "Debtor"), and The Colonial Williamsburg Foundation ("CWF"), AVN, Air LLC ("AVN") and Sotheby's Inc. ("Sotheby's", and, together with the Debtor, CWF, and AVN, the "Parties"), and is based on the following facts:

RECITALS

A. On February 14, 2011, the Debtor filed its voluntary petition pursuant to chapter 11 of the Bankruptcy Code (the "Petition Date").

B. On June 24, 2011, the Debtor filed the *Complaint Regarding: (A) Objection To Claim Filed By The Colonial Williamsburg Foundation, (B) Counterclaims For (I) Fraudulent Concealment, (II) Cost Recovery Under CERCLA, And (III) Declaratory Judgment* (the "Complaint") against CWF in the United States Bankruptcy Court for the Northern District of California (the "California Bankruptcy Court"), which, prior to the Transfer Order (as defined below), was pending as Adv. Proc. No. 2:11-ap-11-03133 (the "Adversary Proceeding"). A response to the Complaint is due to be filed with the United States Bankruptcy

Court for the Eastern District of Virginia, Newport News Division (this "Court") on or before July 27, 2011.

C. On July 14, 2011, the California Bankruptcy Court entered its *Order Granting Motion To Transfer Venue Of Chapter 11 Case And Related Adversary Proceeding To Newport News, Virginia* [Docket No. 74] (the "Transfer Order"). Pursuant to the Transfer Order, the California Bankruptcy Court ordered the transfer of the Debtor's chapter 11 case and the Adversary Proceeding to this Court, effective immediately upon entry of the Transfer Order.

D. On June 14, 2011, the Debtor filed its *Plan Of Reorganization Of Carter's Grove, LLC* (the "Plan"), filed on [Docket No. 60]. Under Bankruptcy Code section 1121(c)(3), the Debtor currently has 180 days from the Petition Date during which it may solicit acceptances to the Plan.

E. In light of the recent transfer of this case and the Adversary Proceeding, the need for the parties to transition the matters to counsel in Virginia, and the time that will be required to complete the administrative process of transferring these matters from the California Bankruptcy Court to this Court, the Debtor and CWF have stipulated, pursuant to a stipulation filed in the Adversary Proceeding, to extend the time for CWF to respond to the Complaint by approximately thirty (30) days to August 26, 2011.

F. For these same reasons, CWF, AVN and Sotheby's have consented to a 60-day extension of the Debtor's 180-day period during which it may exclusively solicit acceptances of the Plan, as may be amended, and have agreed that they consent to and shall not oppose the Debtor's request for a 60-day extension of this 180-day solicitation period pursuant to Bankruptcy Code Section 1121(d)(1), with the right to seek further extensions.

NOW, THEREFORE, subject to the approval of this Court, it is hereby stipulated and agreed that:

1. CWF, AVN and Sotheby's hereby consent to a 60-day extension of the Debtor's 180-day period through and including October 11, 2011, during which it may exclusively solicit acceptances of the Plan, and shall not oppose the Debtor's request of this

Court to extend this 180-day period by an additional sixty (60) days pursuant to Bankruptcy Code Section 1121(d)(1) without prejudice to seek further extensions upon notice and hearing.

2. The rights of all parties in interest are reserved with respect to the Plan or any modification thereof. The undersigned Parties' consent to this extension and the granting of such extension shall not be construed or used as a basis to support the modification of any term in the Debtor's existing proposed Plan or any term in any new plan the Debtor may file, or for any other relief for which the Debtor may request of this Court.

IT IS SO ORDERED this _____ day of July 2011

Honorable Stephen C. St. John
United States Bankruptcy Judge

Stipulated and Agreed:

/s/ Tara L. Elgie

Gregory N. Stillman
HUNTON & WILLIAMS, LLP
500 East Main, Suite 1000
Norfolk, Virginia 23510-3889
Telephone: (757) 640-5300
Facsimile: (757) 625-7720
gstillman@hunton.com

Tara L. Elgie, VSB No. 48259
HUNTON & WILLIAMS LLP
Riverfront Plaza, East Tower
951 E. Byrd Street
Richmond, VA 23219
Telephone: (804) 788-8200
Facsimile: (804) 788-8218
Counsel for The Colonial Williamsburg Foundation

[SIGNATURES CONTINUE ON NEXT PAGE]

Stipulated and Agreed:


DEBRA L. GRASSGREEN (State Bar No. 169978)
dgrassgreen@pszjlaw.com
JOHN W. LUCAS (State Bar No. 271038)
jlucas@pszjlaw.com
PACHULSKI STANG ZIEHL & JONES LLP
150 California Street, 15th Floor
San Francisco, CA 94111-4500
Telephone: (415) 263-7000
Telecopy: (415) 263-7010

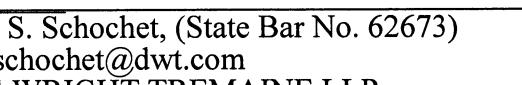
Counsel for Carter's Grove, LLC, Debtor

Stipulated and Agreed:


ADAM A. LEWIS, (State Bar No. 88736)
alewis@mofo.com
MORRISON & FOERSTER LLP
425 Market Street
San Francisco, CA 94105-2482
Telephone: (415) 268-7000
Telecopy: (415) 268-7522

Counsel for Sotheby's, Inc.

Stipulated and Agreed:


Harvey S. Schochet, (State Bar No. 62673)
harveyschochet@dwt.com
DAVIS WRIGHT TREMAINE LLP
505 Montgomery Street, Suite 800
San Francisco, CA 94111-6533

Telephone: (415) 276-6500
Telecopy: (415) 276-6599

Counsel for AVN Air, LLC

Stipulated and Agreed:

DEBRA I. GRASSGREEN (State Bar No. 169978)
dgrassgreen@pszjlaw.com
JOHN W. LUCAS (State Bar No. 271038)
jlucas@pszjlaw.com
PACHULSKI STANG ZIEHL & JONES LLP
150 California Street, 15th Floor
San Francisco, CA 94111-4500
Telephone: (415) 263-7000
Telecopy: (415) 263-7010

Counsel for Carter's Grove, LLC, Debtor

Stipulated and Agreed:

ADAM A. LEWIS, (State Bar No. 88736)
alewis@mofo.com
MORRISON & FOERSTER LLP
425 Market Street
San Francisco, CA 94105-2482
Telephone: (415) 268-7000
Telecopy: (415) 268-7522

Counsel for Sotheby's, Inc.

Stipulated and Agreed:



Harvey S. Schochet, (State Bar No. 62673)
harveyschochet@dwt.com
DAVIS WRIGHT TREMAINE LLP
505 Montgomery Street, Suite 800
San Francisco, CA 94111-6533

Telephone: (415) 276-6500
Telecopy: (415) 276-6599

Counsel for AVN Air, LLC

Local Rule 9022-1 Certification

In accordance with Local Rule 9022-1, the foregoing Stipulation has been endorsed by or served upon all necessary parties.

/s/ Tara L. Elgie

Tara L. Elgie, VSB No. 48259

HUNTON & WILLIAMS LLP

Riverfront Plaza, East Tower

951 E. Byrd Street

Richmond, VA 23219

Telephone: (804) 788-8200

Facsimile: (804) 788-8218

Counsel for The Colonial Williamsburg Foundation